

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)

X

**SUMMARY OF COMBINED MONTHLY AND FINAL FEE APPLICATION
OF PRIME CLERK LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY FEE PERIOD
FROM JANUARY 1, 2017 THROUGH JANUARY 31, 2017; AND (II) THE
FINAL FEE PERIOD FROM JUNE 10, 2016 THROUGH MARCH 17, 2017**

Name of Applicant:	Prime Clerk LLC
Authorized to Provide Services as:	Administrative Advisor
Date of Retention:	July 14, 2016 <i>nunc pro tunc</i> to June 10, 2016
Monthly Period for which Compensation and Reimbursement is Sought:	January 1, 2017 through January 31, 2017 (the “ Monthly Fee Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for the Combined Monthly Fee Period:	\$229.90
Amount of Actual and Necessary Expense for the Combined Monthly Fee Period:	\$0.00
Final Period for which compensation and reimbursement is sought:	June 10, 2016 through March 17, 2017 (the “ Final Fee Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for the Final Fee Period:	\$93,035.80

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

Amount of Actual and Necessary
Expense for the Final Fee Period: \$114.07

**Total Amount of Fees and Expense Reimbursement
Sought as Actual, Reasonable and Necessary \$93,149.87**

This is a: monthly interim final application.

Prior Monthly Statements

Date Filed; ECF No.	Period Covered	Requested		Approved		Paid	
		Fees	Expenses	Fees	Expenses	Fees	Expenses
8/30/16 ECF No. 234	6/10/16 – 6/30/16; 7/1/16 – 7/31/16	\$54,601.00 (payment of 80% or \$43,680.80)	\$40.00	\$51,870.95	\$40.00	\$51,870.95	\$40.00
9/20/16 ECF No. 274	8/1/16 – 8/31/16	\$1,455.50 (payment of 80% or \$1,164.40)	\$74.07	\$1,382.73	\$74.07	\$1,382.73	\$74.07
10/26/16 ECF No. 378	9/1/16 – 9/30/16	\$1,792.15 (payment of 80% or \$1,433.72)	\$0.00	\$1,702.54	\$0.00	\$1,702.54	\$0.00
11/18/16 ECF No. 475	10/1/16 – 10/31/16	\$12,950.65 (payment of 80% or \$10,360.52)	\$0.00	\$10,360.52	\$0.00	\$10,360.52	\$0.00
12/20/16 ECF No. 629	11/1/16 – 11/30/16	\$8,664.05 (payment of 80% or \$6,931.24)	\$0.00	\$6,931.24	\$0.00	\$6,931.24	\$0.00
1/20/17 ECF No. 693	12/1/16 – 12/31/16	\$14,663.50 (payment of 80% or \$11,730.80)	\$0.00	\$11,730.80	\$0.00	\$11,730.80	\$0.00

Prior Interim Application

ECF	Date Filed	Period Covered	Requested to be Paid		Paid		Holdback (or amounts not yet paid)
			Fees	Expenses	Fees	Expenses	
417	11/7/16	6/10/16 – 9/30/16	\$57,848.65	\$114.07	\$54,956.22	\$114.07	\$2,892.43
TOTAL			\$57,848.65	\$114.07	\$54,956.22	\$114.07	\$2,892.43

Summary of Hours Billed by Prime Clerk Employees During the Monthly Fee Period

Employee Name	Title	Total Hours	Rate	Total
Adler, Adam M.	Director	0.20	\$209.00	\$41.80
Roberts, Sarah B.	Senior Consultant	0.60	\$176.00	\$105.60
Jaffar, Amrita C.	Senior Consultant	0.50	\$165.00	\$82.50
TOTAL		1.30		\$229.90
BLENDDED RATE			\$176.85	

Summary of Hours Billed by Subject Matter During the Monthly Fee Period

Matter Description	Total Hours	Total
Retention / Fee Application	1.30	\$229.90
TOTAL	1.30	\$229.90

Summary of Hours Billed by Prime Clerk Employees During the Final Fee Period

Employee Name	Title	Total Hours	Rate ²	Total
Daloia, James F.	Director of Solicitation	38.20	\$195.00	\$7,449.00
Pullo, Christina	Director of Solicitation	5.60	\$195.00	\$1,092.00
Adler, Adam M.	Director	0.20	\$209.00	\$41.80
Adler, Adam M.	Director	2.90	\$190.00	\$551.00
Baer, Herb C.	Director	14.30	\$190.00	\$2,717.00
Dubin, Mariah	Director	0.10	\$190.00	\$19.00
Steele, Benjamin J.	Director	9.40	\$190.00	\$1,786.00
Williams, Matthew M.	Director	158.20	\$190.00	\$30,058.00
Ruiz, Gustavo A.	Director	0.50	\$170.00	\$85.00
Brown, Mark	Solicitation Consultant	27.40	\$175.00	\$4,795.00
Crowell, Messiah L.	Solicitation Consultant	25.20	\$175.00	\$4,410.00
Cuadros, Keri	Solicitation Consultant	7.00	\$175.00	\$1,225.00
Curry, Kevin T.	Solicitation Consultant	27.00	\$175.00	\$4,725.00
Deboissiere, Michael	Solicitation Consultant	9.90	\$175.00	\$1,732.50

² In accordance with the engagement agreement between Prime Clerk and Gawker Media Group, Inc. dated as of May 25, 2016, Prime Clerk's rates increased on January 1, 2017. Also, as of January 1, 2017, certain Prime Clerk employees were promoted and are billing at the appropriate rate for their new position.

Labissiere, Pierre	Solicitation Consultant	24.00	\$175.00	\$4,200.00
Liu, Calvin L.	Solicitation Consultant	15.60	\$175.00	\$2,730.00
Orchowski, Alex T.	Solicitation Consultant	18.40	\$175.00	\$3,220.00
Scully, Nickesha C.	Solicitation Consultant	6.10	\$175.00	\$1,067.50
Roberts, Sarah B.	Senior Consultant	0.60	\$176.00	\$105.60
Jaffar, Amrita C.	Senior Consultant	0.50	\$165.00	\$82.50
Hollingsworth, Kimberly	Senior Consultant	37.60	\$160.00	\$6,016.00
Roberts, Sarah B.	Senior Consultant	10.60	\$160.00	\$1,696.00
Jaffar, Amrita C.	Senior Consultant	0.50	\$145.00	\$72.50
Perry, Selwyn L.	Senior Consultant	0.40	\$145.00	\$58.00
Gordon, Steven	Senior Consultant	1.40	\$140.00	\$196.00
Alli-Balogun, Hassan S.	Consultant	14.00	\$135.00	\$1,890.00
Callo, Michael J.	Consultant	1.40	\$120.00	\$168.00
Faust, Georgia L.	Consultant	50.50	\$120.00	\$6,060.00
Cardoso, Nuno	Consultant	1.30	\$100.00	\$130.00
Chantre, Angie	Consultant	5.00	\$100.00	\$500.00
Kounin, Daniel	Consultant	34.20	\$100.00	\$3,420.00
Ramirez, Ingamar D.	Consultant	30.50	\$100.00	\$3,050.00
Salguero, Elcida	Consultant	0.90	\$100.00	\$90.00
Thomas, Leon L.	Consultant	1.20	\$100.00	\$120.00
Evangelista, Thomas E.	Consultant	3.30	\$90.00	\$297.00
Higgins, Sebastian V.	Consultant	3.50	\$85.00	\$297.50
Pagan, Chanel C.	Consultant	0.60	\$65.00	\$39.00
Bindra, Shamick J.	Technology Consultant	1.20	\$95.00	\$114.00
Singh, Kevin	Technology Consultant	2.00	\$60.00	\$120.00
Hum, Patrick	Analyst	0.50	\$45.00	\$22.50
Isla, John	Analyst	6.30	\$40.00	\$252.00
TOTAL		598.00		\$96,700.40³
BLENDDED RATE			\$161.71	

³ This amount has been discounted to \$93,035.80 in accordance with Prime Clerk's retention.

Summary of Hours Billed by Subject Matter During the Final Fee Period

Matter Description	Total Hours	Total
Ballots	63.40	\$8,956.00
Call Center / Credit Inquiry	11.80	\$2,119.00
Disbursement	0.40	\$76.00
Retention / Fee Application	15.30	\$2,549.40
Schedules & SOFA	366.30	\$57,589.50
Solicitation	140.80	\$25,410.50
TOTAL	598.00	\$96,700.40⁴

⁴ This amount has been discounted to \$93,035.80 in accordance with Prime Clerk's retention.

UNITED STATES BANKRUPTCY COURT
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In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
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X

**COMBINED MONTHLY AND FINAL FEE APPLICATION OF
PRIME CLERK LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY FEE PERIOD
FROM JANUARY 1, 2017 THROUGH JANUARY 31, 2017; AND (II) THE
FINAL FEE PERIOD FROM JUNE 10, 2016 THROUGH MARCH 17, 2017**

Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to Gawker Media LLC and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this combined monthly and final fee application (this “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 94], dated July 13, 2016 (the “**Compensation Order**”), and the *Findings of Fact, Conclusions of Law, and Order Confirming Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft.*, dated December 22, 2016 [Docket No. 638] (the “**Confirmation Order**”), for payment of compensation for

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professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for (i) the monthly period from January 1, 2017 through January 31, 2017 (the “**Monthly Fee Period**”); and (ii) the final period from June 10, 2016 through March 17, 2017 (the “**Final Fee Period**”). In support of this Application, Prime Clerk respectfully represents as follows:

Preliminary Statement

1. On July 14, 2016, the Court entered the *Order Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 503(b)(1)(A), and Local Rule 5075-1 Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent nunc pro tunc to the Petition Date* [Docket No. 100] (the “**Notice and Claims Agent Order**”), which authorized the Debtors to retain Prime Clerk as their notice and claims agent. On July 14, 2016, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor nunc pro tunc to the Petition Date* [Docket No. 99] (the “**Administrative Advisor Order**”), which authorized the Debtors to retain Prime Clerk as their administrative advisor in these chapter 11 cases *nunc pro tunc* to the Petition Date (as defined below).

2. On December 22, 2016, the Court entered the Confirmation Order confirming the *Debtors’ Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group Inc., Gawker Media LLC, and Gawker Hungary Kft.* (as may be amended, modified or supplemented from time to time, the “**Plan**”). On March 17, 2017, the Debtors filed their *Notice of (I) Entry of Order Confirming Debtors’ Amended Joint Chapter 11 of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft. and (II) Occurrence of Effective Date* [Docket No. 825], which provided notice that the Plan became effective on March 17, 2017 (the “**Effective Date**”).

3. By this Application, Prime Clerk seeks final allowance and approval of fees for reasonable and necessary services rendered to the Debtors in the aggregate amount of \$93,035.80 and reimbursement of actual costs and expenses incurred in the amount of \$114.07 during the Final Fee Period.

4. During the Final Fee Period, Prime Clerk worked with the Debtors on, among other things, preparation of the Debtors' schedules of assets and liabilities (collectively, the "**Schedules**") and statements of financial affairs (collectively, the "**SOFAs**"), the solicitation of the Plan, responding to inquiries from interested parties regarding the solicitation of the Plan, and processing incoming ballots.

Jurisdiction, Venue and Statutory Predicates

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

6. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-2, the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases*, effective February 5, 2013 (as adopted by General Order M-447) (the "**Local Guidelines**") and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, effective January 30, 1996 (the "**UST Guidelines**"), together with the Local Guidelines, the "**Fee Guidelines**").

8. Pursuant to the Local Guidelines, a certification of compliance with the Local Guidelines is attached hereto as **Exhibit A**.

Background

9. On June 10 and 12, 2016 (together, the “**Petition Date**”), each of the Debtors filed voluntary petitions with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

10. As described above, Prime Clerk was retained as administrative advisor to the Debtors as of the Petition Date pursuant to the Administrative Advisor Order. The Administrative Advisor Order authorized Prime Clerk to provide the Debtors with post-petition administrative services, including: (a) assisting with the preparation of the Debtors Schedules and SOFAs; (b) assisting with the Plan solicitation process; and (c) processing ballots and tabulating votes on the Plan.

Relief Requested

11. During the Final Fee Period, Prime Clerk professionals billed a total of 598.00 hours. By this Application, Prime Clerk requests (a) final allowance and approval of aggregate fees in the amount of \$93,035.80 on account of reasonable and necessary professional services rendered and (b) reimbursement of actual and necessary costs and expenses incurred in the amount of \$114.07.

12. As of the date hereof, Prime Clerk has received an aggregate payment of \$84,092.85 on account of reasonable and necessary professional services rendered and actual and necessary expenses incurred by Prime Clerk from the Petition Date through March 17, 2017. As a result, Prime Clerk is seeking payment hereby of the remaining reasonable and necessary fees for services rendered and actual and necessary expenses incurred by Prime Clerk during the Final Fee Period in an aggregate amount equal to \$9,057.02 (\$93,149.87, less \$84,092.85 already paid).

Compliance with the Compensation Order;
Compensation Sought and Paid and its Source

13. Pursuant to the Compensation Order, Prime Clerk prepared monthly fee statements as filed with this Court at Docket Nos. 234, 274, 378, 475, 629 and 693 (each, a “**Monthly Fee Statement**”, and collectively, the “**Monthly Fee Statements**”). In addition, Prime Clerk requested interim approval of compensation and expenses for the interim period of June 10, 2016 through September 30, 2016 pursuant to the interim fee application filed with this Court at Docket No. 417 (the “**Interim Fee Application**”). Further, this Application has been prepared in accordance with the procedures set forth in the Compensation Order and the Plan

14. In accordance with the Compensation Order, during the Final Fee Period, Prime Clerk was paid an aggregate amount of reasonable and necessary fees and actual and necessary expenses equal to \$84,092.85 on account of amounts sought in the Monthly Fee Applications. Prime Clerk has not yet received the aggregate holdback amount equal to \$6,991.45 as set forth in the Monthly Fee Statements at Docket Nos. 475, 629 and 693.

15. In addition, Prime Clerk incurred fees and expenses during the Monthly Fee Period in the amount of \$229.90 on account of reasonable and necessary professional services rendered to or on behalf of the Debtors by Prime Clerk and \$0.00 of actual and necessary costs and expenses. As of the date hereof, Prime Clerk has neither sought nor requested any such fees from the Debtors or this Court, and therefore includes all such amounts incurred during the Monthly Fee Period for allowance and payment in this Application. In that regard, separate summary sheets showing the hours billed and fees incurred by Prime Clerk professionals and by subject matter, and for any actual costs and expenses, for the Monthly Fee Period have been prepared above. Also, itemized invoices for the Monthly Fee Period are attached hereto as part of **Exhibit B**. During the Monthly Fee Period, Prime Clerk professionals billed a total of 1.30 hours.

16. Except to the extent of the retainer paid to Prime Clerk (as described in the Prime Clerk LLC Engagement Letter between Prime Clerk and the Debtors) and the payments received in connection with prior fee applications as approved by this Court, Prime Clerk has neither sought nor received any payment or promises for payment from any source during the Final Fee Period in connection with the matters described in this Application. There is no agreement or understanding between Prime Clerk and any other person, other than the Debtors, its partners, affiliates, managers, directors and employees, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

17. Furthermore, the fees sought by this Application do not include any fees that have been sought under the Notice and Claims Agent Order. Procedures for payment of such fees or disbursements are separately addressed in the Notice and Claims Agent Order.

Summary of Professional Services Rendered During the Final Fee Period

18. The professional services that Prime Clerk rendered during the Final Fee Period are grouped by subject matter and summarized as follows:

• **Ballots**

Fees: \$8,956.00; Hours: 63.40

Ballots services included processing incoming ballots, receiving ballots, quality assurance review of ballots, and inputting ballots into the voting database.

• **Call Center / Creditor Inquiry**

Fees: \$2,119.00; Hours: 11.80

Call Center / Creditor Inquiry services included responding to creditor and nominee inquiries related to the ongoing solicitation of the Plan.

• **Disbursement**

Fees: \$76.00; Hours: 0.40

Disbursement services included participating on call regarding the upcoming post-Effective Date distribution.

- **Retention / Fee Application**

Fees: \$2,549.40; Hours: 15.30

Retention / Fee Application services included drafting, reviewing, revising and filing the Monthly Fee Statements and Interim Fee Application.

- **Schedules & SOFA**

Fees: \$57,589.50; Hours: 366.30

Schedules and SOFA services included: (i) extensive conferencing with Debtors' counsel regarding the preparation of the Debtors' Schedules and SOFAs; (ii) analyzing data related to preparing the Schedules and SOFAs; (iii) preparing, reviewing and revising the Schedules and SOFAs; (iv) reviewing and revising the Schedules and SOFAs for all Debtors; (v) reviewing and revising Schedule G for matrix import; and (vi) generating drafts and final versions of the Schedules and SOFAs.

- **Solicitation**

Fees: \$25,410.50; Hours: 140.80

Solicitation services included: (i) reviewing and providing comments on the form of ballot, the disclosure statement motion and the disclosure statement order; (ii) drafting solicitation voting rules; (iii) reviewing solicitation documents in preparation of the upcoming solicitation of the Plan; (iv) coordinating with Ropes & Gray and the Prime Clerk case team regarding the preparation of the plan class report and ongoing solicitation matters; (v) reviewing claims and creating, reviewing and editing the plan class report; (vi) preparing a list of preferred equity holders per request from Debtors' counsel; (vii) updating shareholders counts on securities

spreadsheet through Broadridge research and generating ballots for Class 6 debt bond claimant; (viii) reviewing solicitation tabulation results; (ix) preparing, reviewing, finalizing the vote declaration; and (x) attending the hearing to confirm the Plan.

Summary of Expenses Incurred During the Final Fee Period

19. In rendering the services described herein, Prime Clerk incurred actual and necessary expenses in the aggregate amount of \$114.07 during the Final Fee Period for after-hours transportation and overtime meals. Attached hereto as **Exhibit C** is a list of expenses incurred by each Prime Clerk employee during the Final Fee Period

**Prime Clerk's Requested Fees and
Reimbursement of Expenses Should be Allowed by this Court**

20. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Prime Clerk are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

22. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. Prime Clerk submits this Application in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

23. Lastly, Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative advisor to the Debtors. Detailed statements of hours spent rendering services to the Debtors in support of the compensation for fees and expenses incurred during the Final Fee Period are attached hereto as **Exhibit B**, which (i) identify each employee that rendered services in each task category; (ii) describe each service such employees performed; (iii) set forth the number of hours in increments of one-tenth of an hour spent by each employee providing services; and (iv) as applicable, list the particular type of expenses incurred.

Certification of Compliance and Waiver

24. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and believes that this Application substantially complies with that Local Rule. To the extent that this Application does not comply in all respects with the requirements of Local Rule 2016-1, Prime Clerk believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice

25. Pursuant to the Compensation Order, this Application will be served upon the Notice Parties as defined therein.

Conclusion

WHEREFORE, Prime Clerk respectfully requests final approval and allowance of (i) fees in the aggregate amount \$93,035.80 and (ii) reimbursement of actual and necessary expenses in the aggregate amount of \$114.07.

Dated: May 15, 2017
New York, New York

PRIME CLERK LLC

/s/ Shira D. Weiner
Shira D. Weiner
Director of Legal Affairs
830 Third Avenue, 3rd Floor
New York, NY 10022
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Advisor to the Debtors

Exhibit A

Certification of Compliance with Local Guidelines

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,⁶ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)

X

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF COMBINED
MONTHLY AND FINAL FEE APPLICATION OF PRIME
CLERK LLC, ADMINISTRATIVE ADVISOR TO THE DEBTORS,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY FEE PERIOD
FROM JANUARY 1, 2017 THROUGH JANUARY 31, 2017; AND (II) THE
FINAL FEE PERIOD FROM JUNE 10, 2016 THROUGH MARCH 17, 2017**

I, Shira D. Weiner, hereby certify that:

1. I am the Director of Legal Affairs of Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to Gawker Media LLC and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”).
2. This certification is made in respect of Prime Clerk’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of February 5, 2013 (as adopted by General Order M-447) (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330*, effective January 30, 1996 (the “**UST Guidelines**” together with the Local Guidelines, the “**Fee Guidelines**”), in connection with Prime Clerk’s final fee application (the “**Application**”) for allowance and

⁶ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for: (i) the combined monthly period from: January 1, 2017 through January 31, 2017; and (ii) the final period from June 10, 2016 through and including March 17, 2017 (the “**Final Fee Period**”).

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Prime Clerk and generally accepted by Prime Clerk’s clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Prime Clerk did not make a profit on those services, whether performed by Prime Clerk in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Prime Clerk has provided the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), the Debtors and their attorneys, and counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) with a statement of Prime Clerk’s fees and expenses accrued during the Final Fee Period (as applicable), which is included in the Application.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, their attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

Dated: May 15, 2017
New York, New York

PRIME CLERK LLC

/s/ Shira D. Weiner
Shira D. Weiner
Director of Legal Affairs
830 Third Avenue, 3rd Floor
New York, NY 10022
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Advisor to the Debtors

Exhibit B
Fee and Expense Detail



Hourly Fees by Employee through June 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KIH	Hollingsworth, Kimberly	SC - Senior Consultant	18.80	\$160.00	\$3,008.00
BJS	Steele, Benjamin J	DI - Director	4.30	\$190.00	\$817.00
MMW	Williams, Matthew M	DI - Director	29.00	\$190.00	\$5,510.00
			TOTAL:	52.10	\$9,335.00

Hourly Fees by Task Code through June 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOFA	Schedules & SOFA	52.10	\$9,335.00
			TOTAL: 52.10 \$9,335.00

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Time Detail

Date	Emp	Title	Description	Task	Hours
06/15/16	KIH	SC	Prepare for SOAL/SOFA conference call	Schedules & SOFA	1.40
06/16/16	BJS	DI	Attend kickoff call with S. Dasaro and S. Abdel-Razak re SOFA/Schedule preparation	Schedules & SOFA	0.50
06/21/16	BJS	DI	Prepare for SOFA/Schedule meeting with client	Schedules & SOFA	0.40
06/22/16	BJS	DI	Attend meeting with W. Holden, S. Abdel-Razak, M. Williams and Gawker staff re SOFA/Schedule preparation (1.2); prepare materials for meeting (1.3)	Schedules & SOFA	2.50
06/22/16	KIH	SC	Prepare SOFA and SOAL logs re checklist for status of required data	Schedules & SOFA	3.50
06/22/16	MMW	DI	Prepare for and participate in conference with company, Opportune and B. Steele re Schedules and SOFAs	Schedules & SOFA	1.90
06/22/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	0.50
06/23/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
06/23/16	KIH	SC	Review and prepare data for SOFA Q4	Schedules & SOFA	4.70
06/23/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.80
06/24/16	KIH	SC	Prepare and update draft materials for SOFA/SOAL prep (.7); team prep with M Williams (.4)	Schedules & SOFA	1.10
06/24/16	KIH	SC	Prepare SOFA question 4	Schedules & SOFA	0.50
06/27/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	9.00
06/28/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
06/28/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.10
06/29/16	KIH	SC	Confer and coordinate with M Williams re SOAL/SOFA prep	Schedules & SOFA	0.30
06/29/16	KIH	SC	Set-up case information in Best Case re SOAL/SOFA prep of debtors	Schedules & SOFA	0.70
06/29/16	MMW	DI	Analyze SOFA/Schedule trial balance data and prepare same	Schedules & SOFA	6.20
06/30/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.50
06/30/16	KIH	SC	Confer and coordinate with case team re templates, forms,	Schedules &	1.00

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			and assignments	SOFA	
06/30/16	KIH	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.60
06/30/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.10
06/30/16	MMW	DI	Confer and coordinate with case team re SOFA/Schedule status	Schedules & SOFA	0.40
				Total Hours	52.10

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Overtime Meals			\$20.00
Total Expenses			\$20.00



Hourly Fees by Employee through July 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AC	Chantre, Angie	CO - Consultant	5.00	\$100.00	\$500.00
DK	Kounin, Daniel	CO - Consultant	33.80	\$100.00	\$3,380.00
IDR	Ramirez, Ingamar D	CO - Consultant	26.50	\$100.00	\$2,650.00
MJC	Callo, Michael J	CO - Consultant	1.40	\$120.00	\$168.00
GLF	Faust, Georgia L	CO - Consultant	47.30	\$120.00	\$5,676.00
HSA	Alli-Balogun, Hassan S	CO - Consultant	14.00	\$135.00	\$1,890.00
SG	Gordon, Steven	SC - Senior Consultant	1.40	\$140.00	\$196.00
SLP	Perry, Selwyn L	SC - Senior Consultant	0.40	\$145.00	\$58.00
KIH	Hollingsworth, Kimberly	SC - Senior Consultant	18.80	\$160.00	\$3,008.00
HCB	Baer, Herb C	DI - Director	13.60	\$190.00	\$2,584.00
BJS	Steele, Benjamin J	DI - Director	5.10	\$190.00	\$969.00
MMW	Williams, Matthew M	DI - Director	127.30	\$190.00	\$24,187.00
			TOTAL:	294.60	\$45,266.00

Hourly Fees by Task Code through July 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOFA	Schedules & SOFA	294.60	\$45,266.00
			TOTAL: 294.60
			\$45,266.00

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Time Detail

Date	Emp	Title	Description	Task	Hours
07/01/16	AC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/01/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
07/01/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.80
07/01/16	HCB	DI	Assist preparation of SOFA for all debtors	Schedules & SOFA	2.30
07/01/16	HSA	CO	Prepare SOFA question 3 and 11	Schedules & SOFA	3.50
07/01/16	IDR	CO	Review and revise SOFA for all debtors	Schedules & SOFA	2.00
07/01/16	KIH	SC	Confer and correspond with M. Williams re SOFA for all debtors	Schedules & SOFA	0.30
07/01/16	KIH	SC	Confer and coordinate with M. Williams re insider payments	Schedules & SOFA	0.50
07/01/16	KIH	SC	Confer and correspond with W. Holden re SOFA for all debtors	Schedules & SOFA	0.40
07/01/16	KIH	SC	Supervise and quality control SOFA for all debtors	Schedules & SOFA	1.20
07/01/16	MJC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.10
07/01/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.20
07/01/16	SG	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.60
07/01/16	SLP	SC	Input SOFA P13Q28	Schedules & SOFA	0.40
07/04/16	KIH	SC	Analyze data for SOFA re Kinja Kft	Schedules & SOFA	0.90
07/04/16	KIH	SC	Analyze payments to insiders and prepare analysis re SOFA questions 4 and 30	Schedules & SOFA	7.10
07/05/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.10
07/05/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.80
07/05/16	KIH	SC	Confer and coordinate with case team re SOFA/Schedules update	Schedules & SOFA	0.40
07/05/16	MMW	DI	Prepare for and participate in telephone conference with the company re Gawker/GMGI Schedule AB preparation	Schedules & SOFA	0.50

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07/05/16	MMW	DI	Prepare for and participate in telephone conference with the company re Kinja Schedule AB preparation	Schedules & SOFA	0.50
07/05/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	6.40
07/06/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.50
07/06/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.70
07/06/16	KIH	SC	Confer and correspond with L. Bauck re SOFA data for insiders	Schedules & SOFA	0.50
07/06/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.10
07/06/16	MMW	DI	Review and revise Schedule AB	Schedules & SOFA	3.90
07/07/16	DK	CO	Prepare Schedule AB Q3,7,8,11,39,41,55,60-65,73,77	Schedules & SOFA	3.20
07/07/16	DK	CO	Prepare SOFA Q7	Schedules & SOFA	3.50
07/07/16	DK	CO	Correspond with M. Williams for schedules and SOFA for all debtors	Schedules & SOFA	0.50
07/07/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.70
07/07/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.60
07/07/16	HSA	CO	Prepare SOFA Question 3	Schedules & SOFA	1.40
07/07/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/07/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	7.30
07/07/16	MMW	DI	Review and revise Schedule AB	Schedules & SOFA	3.90
07/07/16	SG	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.80
07/08/16	AC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/08/16	DK	CO	Review and revise Schedules A and B	Schedules & SOFA	3.10
07/08/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	2.10
07/08/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	6.20
07/08/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.80
07/08/16	HSA	CO	Prepare SOFA question 11 and 3	Schedules & SOFA	1.50

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07/08/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	6.50
07/08/16	KIH	SC	Prepare SOFA Q4 re additional information	Schedules & SOFA	2.10
07/08/16	KIH	SC	Updates to case management re schedules and SOFA	Schedules & SOFA	0.90
07/08/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	3.80
07/08/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.20
07/08/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	3.40
07/08/16	MMW	DI	Prepare for and participate in telephone conference with M. Sypert (Opportune)	Schedules & SOFA	0.30
07/09/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk	Schedules & SOFA	1.40
07/10/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	0.70
07/11/16	KIH	SC	Confer and correspond with S Abdel-Razek re SOFA	Schedules & SOFA	0.10
07/11/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.70
07/11/16	MMW	DI	Review and revise schedule data	Schedules & SOFA	2.20
07/12/16	BJS	DI	Attend meeting with W. Holden, S. Abdel-Razak and M. Williams re SOFA/Schedule drafts (2.8); review drafts in preparation for same (1.8)	Schedules & SOFA	4.60
07/12/16	KIH	SC	Confer and correspond with M. Williams re SOFA updates	Schedules & SOFA	0.30
07/12/16	MMW	DI	Onsite client meetings re: SOFA/Schedule preparation	Schedules & SOFA	7.10
07/12/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.70
07/12/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk	Schedules & SOFA	0.50
07/13/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	3.20
07/13/16	DK	CO	Review and revise Schedule AB Q41,Q60-65,Q72	Schedules & SOFA	3.60
07/13/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.00
07/13/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/13/16	KIH	SC	Review and revise SOFA Q4 and Q30	Schedules & SOFA	1.50
07/13/16	MJC	CO	Review and revise SOFA	Schedules &	0.30

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					SOFA	
07/13/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review		Schedules & SOFA	4.20
07/13/16	MMW	DI	Analyze SOFA/Schedule data and prepare same		Schedules & SOFA	4.40
07/14/16	AC	CO	Prepare SOFA for July 14		Schedules & SOFA	1.00
07/14/16	DK	CO	Prepare Schedule AB		Schedules & SOFA	2.90
07/14/16	GLF	CO	Review and revise Schedule F		Schedules & SOFA	2.00
07/14/16	HCB	DI	Review and revise Schedule A/B (1.1); Review and revise SOFA 3 and 11 (.9)		Schedules & SOFA	2.00
07/14/16	HSA	CO	Review and revise SOFA Schedules 3 and 11		Schedules & SOFA	1.20
07/14/16	IDR	CO	Review and revise Schedules & SOFA for all debtors		Schedules & SOFA	5.00
07/14/16	KIH	SC	Review and revise SOFA Q4 and Q30 re intercompany claims		Schedules & SOFA	2.40
07/14/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review		Schedules & SOFA	5.90
07/14/16	MMW	DI	Analyze SOFA/Schedule data and prepare same		Schedules & SOFA	4.50
07/15/16	GLF	CO	Review and revise Schedule F		Schedules & SOFA	2.70
07/15/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review		Schedules & SOFA	2.40
07/15/16	MMW	DI	Analyze SOFA/Schedule data and prepare same		Schedules & SOFA	3.90
07/15/16	MMW	DI	Quality assurance review of the cure schedule service list		Schedules & SOFA	1.30
07/16/16	MMW	DI	Analyze SOFA/Schedule data and prepare same		Schedules & SOFA	1.90
07/17/16	GLF	CO	Prepare Schedule G		Schedules & SOFA	5.40
07/17/16	MMW	DI	Analyze SOFA/Schedule data and prepare same		Schedules & SOFA	1.20
07/17/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk		Schedules & SOFA	0.90
07/18/16	BJS	DI	Review and comment on SOFA/Schedule drafts		Schedules & SOFA	0.20
07/18/16	DK	CO	Review and revise Schedule AB		Schedules & SOFA	4.20
07/18/16	GLF	CO	Review and revise Schedules & SOFA for all debtors		Schedules & SOFA	8.70
07/18/16	HSA	CO	Review and revise Schedule F, D and Question 3		Schedules &	1.40

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				SOFA	
07/18/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.00
07/18/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	4.70
07/18/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	1.20
07/18/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.90
07/19/16	DK	CO	Review and revise Schedule AB	Schedules & SOFA	6.30
07/19/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	1.20
07/19/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.80
07/19/16	HSA	CO	Review and revise Schedule G	Schedules & SOFA	3.70
07/19/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	2.90
07/19/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	0.70
07/19/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.70
07/20/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.50
07/20/16	HCB	DI	Review and revise Schedule G	Schedules & SOFA	0.50
07/20/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.70
07/20/16	HSA	CO	Review and revise SOFA 3	Schedules & SOFA	1.30
07/20/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.00
07/20/16	KIH	SC	Confer and correspond with W. Holden re analysis of payment to insiders	Schedules & SOFA	0.20
07/20/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	3.80
07/20/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	0.90
07/20/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	3.40
07/20/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.80
07/26/16	MMW	DI	Prepare Statement/SOFA data for review	Schedules & SOFA	0.90
07/27/16	MMW	DI	Analyze Statement/SOFA data	Schedules &	0.90

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07/28/16	GLF	CO	Review and revise Schedule G	SOFA	
07/28/16	MMW	DI	Analyze Statement/SOFA data	Schedules & SOFA	1.20
07/29/16	MMW	DI	Analyze Statement/SOFA data	Schedules & SOFA	0.90
				Total Hours	294.60

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Overtime Meals			\$20.00
Total Expenses			\$20.00



Hourly Fees by Employee through August 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
DK	Kounin, Daniel	CO - Consultant	0.40	\$100.00	\$40.00
IDR	Ramirez, Ingamar D	CO - Consultant	4.00	\$100.00	\$400.00
GLF	Faust, Georgia L	CO - Consultant	3.20	\$120.00	\$384.00
ACJ	Jaffar, Amrita C	SC - Senior Consultant	0.50	\$145.00	\$72.50
SBR	Roberts, Sarah B	SC - Senior Consultant	1.00	\$160.00	\$160.00
AMA	Adler, Adam M	DI - Director	0.20	\$190.00	\$38.00
MMW	Williams, Matthew M	DI - Director	1.90	\$190.00	\$361.00
			TOTAL:	11.20	\$1,455.50

Hourly Fees by Task Code through August 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.70	\$270.50
SOFA	Schedules & SOFA	9.50	\$1,185.00
			TOTAL: 11.20 \$1,455.50

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
08/02/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.00
08/03/16	GLF	CO	Review and revise Schedule G for matrix import	Schedules & SOFA	3.20
08/09/16	DK	CO	Prepare Schedule AB Q77	Schedules & SOFA	0.40
08/10/16	MMW	DI	Prepare amended SOFA/Schedule data to be filed	Schedules & SOFA	1.90
08/20/16	SBR	SC	Draft combined June and July fee statement	Retention / Fee Application	0.80
08/23/16	AMA	DI	Review and revise monthly fee statement for July	Retention / Fee Application	0.20
08/23/16	SBR	SC	Review and revise combined June and July fee statement	Retention / Fee Application	0.20
08/29/16	ACJ	SC	Review and assemble combined monthly fee application for filing	Retention / Fee Application	0.20
08/30/16	ACJ	SC	Review and file combined monthly fee application	Retention / Fee Application	0.30
Total Hours					11.20

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$18.30
Overtime Meals			\$55.77
Total Expenses			\$74.07



Hourly Fees by Employee through September 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SBR	Roberts, Sarah B	SC - Senior Consultant	0.70	\$160.00	\$112.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	1.60	\$175.00	\$280.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	6.70	\$175.00	\$1,172.50
AMA	Adler, Adam M	DI - Director	0.30	\$190.00	\$57.00
CP	Pullo, Christina	DS - Director of Solicitation	1.80	\$195.00	\$351.00
			TOTAL:	11.10	\$1,972.50

Hourly Fees by Task Code through September 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.00	\$169.00
SOLI	Solicitation	10.10	\$1,803.50
			TOTAL: 11.10 \$1,972.50

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Time Detail

Date	Emp	Title	Description	Task	Hours
09/20/16	AMA	DI	Review and revise monthly fee statement for August	Retention / Fee Application	0.30
09/20/16	SBR	SC	Prepare and file August fee statement	Retention / Fee Application	0.70
09/29/16	ATO	SA	Provide comments on ballot, disclosure statement order, and motion to approve disclosure statement	Solicitation	3.80
09/29/16	CLL	SA	Review ballot disclosure statement motion and disclosure statement order	Solicitation	1.60
09/29/16	CP	DS	Review and comment on solicitation documents in coordination with Prime Clerk case team	Solicitation	1.80
09/30/16	ATO	SA	Review comments on disclosure statement motion and claims ballot	Solicitation	1.10
09/30/16	ATO	SA	Draft solicitation voting rules	Solicitation	1.80
Total Hours					11.10



Hourly Fees by Employee through October 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SBR	Roberts, Sarah B	SC - Senior Consultant	3.70	\$160.00	\$592.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	3.90	\$175.00	\$682.50
KC	Cuadros, Keri	SA - Solicitation Consultant	1.50	\$175.00	\$262.50
KTTC	Curry, Kevin TT	SA - Solicitation Consultant	23.50	\$175.00	\$4,112.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	8.50	\$175.00	\$1,487.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	6.10	\$175.00	\$1,067.50
CLL	Liu, Calvin L	SA - Solicitation Consultant	5.30	\$175.00	\$927.50
ATO	Orchowski, Alex T	SA - Solicitation Consultant	11.40	\$175.00	\$1,995.00
NCS	Scully, Nikesha C	SA - Solicitation Consultant	0.30	\$175.00	\$52.50
AMA	Adler, Adam M	DI - Director	0.30	\$190.00	\$57.00
JFD	Daloia, James F	DS - Director of Solicitation	14.80	\$195.00	\$2,886.00
CP	Pullo, Christina	DS - Director of Solicitation	1.00	\$195.00	\$195.00
		TOTAL:	80.30		\$14,317.50

Hourly Fees by Task Code through October 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	0.10	\$17.50
RETN	Retention / Fee Application	4.00	\$649.00
SOLI	Solicitation	76.20	\$13,651.00
		TOTAL:	80.30
			\$14,317.50

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Time Detail

Date	Emp	Title	Description	Task	Hours
10/07/16	SBR	SC	Draft first interim fee application	Retention / Fee Application	2.00
10/09/16	SBR	SC	Revise and finalize draft of first interim fee application	Retention / Fee Application	0.30
10/21/16	CLL	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.00
10/21/16	CP	DS	Coordinate with Ropes and Prime Clerk case team regarding preparation of plan class report	Solicitation	0.20
10/21/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.20
10/21/16	PL	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/24/16	ATO	SA	Prepare plan class report for upcoming solicitation mailing	Solicitation	7.50
10/24/16	CLL	SA	Prepare plan class report	Solicitation	2.00
10/24/16	CP	DS	Coordinate with Prime Clerk case team regarding preparation of plan class report	Solicitation	0.30
10/24/16	JFD	DS	Review claims and create plan class report for upcoming solicitation	Solicitation	8.10
10/24/16	MD	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	3.20
10/24/16	MLC	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	2.00
10/24/16	PL	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/24/16	SBR	SC	Draft September fee statement	Retention / Fee Application	0.70
10/25/16	AMA	DI	Review and revise monthly fee application for September	Retention / Fee Application	0.20
10/25/16	ATO	SA	Edit draft of plan class report	Solicitation	2.00
10/25/16	CLL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/25/16	CP	DS	Coordinate with Prime Clerk case team regarding plan class report and related solicitation issues	Solicitation	0.50
10/25/16	JFD	DS	Follow up with counsel regarding plan class report	Solicitation	2.40
10/25/16	JFD	DS	Create plan class report for upcoming solicitation	Solicitation	2.80
10/25/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.40
10/25/16	MD	SA	Prepare plan class report	Solicitation	2.00
10/25/16	MLC	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.80
10/25/16	SBR	SC	Review and revise September fee statement	Retention / Fee Application	0.20
10/26/16	AMA	DI	Review monthly fee statement for September for filing	Retention / Fee Application	0.10

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10/26/16	ATO	SA	Review questions from plan class report draft	Solicitation	0.80
10/26/16	CLL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	0.80
10/26/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.30
10/26/16	KC	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.10
10/26/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	8.00
10/26/16	MD	SA	Prepare plan class report	Solicitation	2.00
10/26/16	MLC	SA	Confer and coordinate with case team re solicitation	Solicitation	0.10
10/26/16	NCS	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	0.30
10/26/16	PL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.30
10/26/16	PL	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.50
10/26/16	SBR	SC	Finalize and file the September fee statement	Retention / Fee Application	0.50
10/27/16	ATO	SA	Review plan class report updates made by counsel	Solicitation	1.10
10/27/16	JFD	DS	Review counsel edits to plan class report	Solicitation	1.50
10/27/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
10/27/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	9.50
10/27/16	MD	SA	Review plan class report for upcoming solicitation	Solicitation	1.30
10/28/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	6.00
10/31/16	PL	SA	Review plan class report for upcoming solicitation	Solicitation	1.30
Total Hours					80.30



Hourly Fees by Employee through November 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JSI	Isla, John S	AN - Analyst	3.00	\$40.00	\$120.00
KS	Singh, Kevin	TC - Technology Consultant	1.50	\$60.00	\$90.00
CCP	Pagan, Chanel C	CO - Consultant	0.60	\$65.00	\$39.00
SVH	Higgins, Sebastian V	CO - Consultant	0.40	\$85.00	\$34.00
TME	Evangelista, Thomas M	CO - Consultant	1.70	\$90.00	\$153.00
SJB	Bindra, Shamick J	TC - Technology Consultant	0.80	\$95.00	\$76.00
NC	Cardoso, Nuno	CO - Consultant	1.30	\$100.00	\$130.00
EVS	Salguero, Elcida V	CO - Consultant	0.60	\$100.00	\$60.00
LLT	Thomas, Leon L	CO - Consultant	0.90	\$100.00	\$90.00
SBR	Roberts, Sarah B	SC - Senior Consultant	2.50	\$160.00	\$400.00
MMB	Brown, Mark M	SA - Solicitation Consultant	14.60	\$175.00	\$2,555.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	5.00	\$175.00	\$875.00
KC	Cuadros, Keri	SA - Solicitation Consultant	4.30	\$175.00	\$752.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	0.40	\$175.00	\$70.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	4.90	\$175.00	\$857.50
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.20	\$175.00	\$35.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	0.30	\$175.00	\$52.50
NCS	Scully, Nikesha C	SA - Solicitation Consultant	4.00	\$175.00	\$700.00
AMA	Adler, Adam M	DI - Director	0.90	\$190.00	\$171.00
HCB	Baer, Herb C	DI - Director	0.70	\$190.00	\$133.00
JFD	Daloia, James F	DS - Director of Solicitation	8.60	\$195.00	\$1,677.00
CP	Pullo, Christina	DS - Director of Solicitation	2.00	\$195.00	\$390.00
		TOTAL:	59.20		\$9,460.50

Hourly Fees by Task Code through November 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
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BALL	Ballots	23.60	\$3,052.00
DISB	Disbursements	0.40	\$76.00
INQR	Call Center / Credit Inquiry	6.00	\$1,104.00
RETN	Retention / Fee Application	3.40	\$571.00
SOLI	Solicitation	25.80	\$4,657.50
	TOTAL:	59.20	\$9,460.50

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Time Detail

Date	Emp	Title	Description	Task	Hours
11/01/16	CLL	SA	Confer and coordinate with Prime Clerk case team re ongoing solicitation	Solicitation	0.20
11/01/16	CP	DS	Coordinate with Prime Clerk case team regarding solicitation preparation	Solicitation	0.20
11/01/16	JFD	DS	Review counsel updates to Plan Class Report	Solicitation	1.10
11/01/16	KC	SA	Review solicitation documents in preparation for upcoming solicitation and prepare mailing matrix	Solicitation	0.30
11/01/16	KC	SA	Confer and coordinate with Prime Clerk case team re solicitation	Solicitation	0.20
11/01/16	MLC	SA	Confer and coordinate with Prime Clerk case team re ongoing solicitation	Solicitation	0.20
11/01/16	MMB	SA	Review solicitation documents and compose solicitation mailing matrix	Solicitation	2.90
11/01/16	MMB	SA	Attend Prime Clerk case team meeting related to case status and case assignments	Solicitation	0.20
11/01/16	NCS	SA	Confer and coordinate with Prime Clerk case team re upcoming solicitation	Solicitation	0.40
11/01/16	PL	SA	Confer and coordinate with Prime Clerk case team re upcoming solicitation	Solicitation	0.30
11/02/16	HCB	DI	Prepare list of preferred equity holders per counsel request	Solicitation	0.30
11/02/16	JFD	DS	Review objections and email counsel regarding treatment of objections for voting purposes	Solicitation	2.40
11/02/16	PL	SA	Review Plan class report in preparation for upcoming solicitation	Solicitation	0.50
11/03/16	CP	DS	Coordinate with Prime Clerk case team regarding solicitation preparation	Solicitation	1.10
11/03/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
11/03/16	NCS	SA	Review documents related to solicitation	Solicitation	0.40
11/03/16	PL	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	2.00
11/04/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.30
11/07/16	AMA	DI	Review and revise interim fee application; confer with S. Roberts and Ropes & Gray re same	Retention / Fee Application	0.60
11/07/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
11/07/16	SBR	SC	Revise, finalize and electronically file First Interim Fee Application	Retention / Fee Application	1.50
11/08/16	KC	SA	Review emails and documents related to solicitation	Solicitation	1.00
11/08/16	KS	TC	Technical support for electronically filed ballots	Ballots	1.50
11/08/16	MMB	SA	Conduct quality assurance review of e-ballot platform for	Solicitation	0.80

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			plan solicitation and confer with technology department related to same		
11/08/16	SJB	TC	Technical support for processing electronically filed ballots	Ballots	0.50
11/10/16	HCB	DI	Attend planning call for upcoming post-effective date distribution	Disbursements	0.40
11/10/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.80
11/10/16	MLC	SA	Review solicitation documents in preparation for ongoing solicitation	Solicitation	0.50
11/11/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.40
11/11/16	MD	SA	Update shareholder counts on securities spreadsheet through Broadridge research	Solicitation	0.40
11/14/16	JFD	DS	Review and respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.10
11/14/16	KC	SA	Review emails related to plan solicitation	Solicitation	0.20
11/14/16	MLC	SA	Input ballots into voting database	Ballots	0.50
11/14/16	MMB	SA	Respond to creditor inquiries related to plan solicitation and ballots	Call Center / Credit Inquiry	0.60
11/14/16	PL	SA	Respond to creditor inquiries related to the ongoing solicitation	Call Center / Credit Inquiry	0.50
11/15/16	CP	DS	Coordinate with case team and Rope's team regarding plan inquiry	Solicitation	0.40
11/15/16	JFD	DS	Respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.10
11/15/16	JFD	DS	Review solicitation tabulation results	Solicitation	1.40
11/15/16	KC	SA	Review emails related to solicitation	Solicitation	0.10
11/15/16	MMB	SA	Compile solicitation E-ballot ID numbers per creditor request	Solicitation	1.60
11/15/16	PL	SA	Respond to debtors' counsel's inquiry related to the ongoing solicitation	Call Center / Credit Inquiry	0.30
11/17/16	MMB	SA	Input ballots into tabulation database	Ballots	0.20
11/17/16	NC	CO	Process incoming ballots	Ballots	0.10
11/17/16	NCS	SA	Input ballots into voting database	Ballots	0.60
11/17/16	SBR	SC	Draft October monthly fee statement	Retention / Fee Application	0.50
11/17/16	SVH	CO	Process incoming ballots	Ballots	0.20
11/18/16	AMA	DI	Review monthly fee statement for October	Retention / Fee Application	0.30
11/18/16	SBR	SC	Finalize and file monthly fee statement for October	Retention / Fee Application	0.50
11/19/16	MMB	SA	Input ballots into solicitation database	Ballots	0.10
11/21/16	JSI	AN	Process incoming ballots	Ballots	0.50
11/21/16	MLC	SA	Input ballots into voting database	Ballots	0.50
11/21/16	NC	CO	Process incoming ballots	Ballots	0.20
11/21/16	NCS	SA	Input ballots into voting database	Ballots	0.70

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11/21/16	SVH	CO	Process incoming ballots	Ballots	0.20
11/21/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.20
11/22/16	MMB	SA	Generate ballot for Class 6 debt bond claimant based on claim and database research and confer with debtors' counsel about same	Solicitation	1.70
11/23/16	ATO	SA	Respond to debtors' counsel's inquiry requesting ballot for creditor	Solicitation	0.30
11/23/16	MMB	SA	Input ballot into voting database	Ballots	0.10
11/23/16	NCS	SA	Input ballots into voting database	Ballots	0.40
11/28/16	CCP	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.60
11/28/16	EVS	CO	Quality assurance review of electronically filed ballots	Ballots	0.60
11/28/16	JSI	AN	Print electronically filed ballots and prepare for archives	Ballots	1.00
11/28/16	LLT	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.90
11/28/16	MLC	SA	Respond to nominee inquiries re solicitation	Call Center / Credit Inquiry	0.30
11/28/16	MLC	SA	Input ballots into voting database	Ballots	3.00
11/28/16	MMB	SA	Enter ballots received into tabulation database	Ballots	3.30
11/28/16	NC	CO	Quality assurance review of incoming electronically filed ballots	Ballots	1.00
11/28/16	NCS	SA	Input ballots into voting database	Ballots	1.50
11/28/16	SJB	TC	Technical support for ballot processing	Ballots	0.30
11/28/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	1.50
11/29/16	CP	DS	Coordinate with Ropes team regarding voting reports	Solicitation	0.30
11/29/16	PL	SA	Input ballots into voting database	Ballots	0.30
11/30/16	JFD	DS	Review ballots and voting database	Ballots	1.00
11/30/16	JFD	DS	Review draft of email to preferred stock holder inquiry	Call Center / Credit Inquiry	0.50
11/30/16	JSI	AN	Print electronically filed ballots and prepare for archives	Ballots	1.50
11/30/16	MMB	SA	Respond to debtors' counsel's inquiry related to status of ballot receipts	Solicitation	1.30
11/30/16	MMB	SA	Input ballots received into tabulation database	Ballots	0.60
11/30/16	MMB	SA	Respond to creditor inquiries related to plan treatment and balloting	Call Center / Credit Inquiry	1.20
11/30/16	PL	SA	Respond to debtors' counsel's inquiry related to the ongoing solicitation	Solicitation	0.60
11/30/16	PL	SA	Respond to creditor inquiry related to the ongoing solicitation	Call Center / Credit Inquiry	0.40

Total Hours **59.20**



Hourly Fees by Employee through December 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JSI	Isla, John S	AN - Analyst	3.30	\$40.00	\$132.00
PH	Hum, Patrick	AN - Analyst	0.50	\$45.00	\$22.50
KS	Singh, Kevin	TC - Technology Consultant	0.50	\$60.00	\$30.00
SVH	Higgins, Sebastian V	CO - Consultant	3.10	\$85.00	\$263.50
TME	Evangelista, Thomas M	CO - Consultant	1.60	\$90.00	\$144.00
SJB	Bindra, Shamick J	TC - Technology Consultant	0.40	\$95.00	\$38.00
EVS	Salguero, Elcida V	CO - Consultant	0.30	\$100.00	\$30.00
LLT	Thomas, Leon L	CO - Consultant	0.30	\$100.00	\$30.00
SBR	Roberts, Sarah B	SC - Senior Consultant	2.70	\$160.00	\$432.00
GAR	Ruiz, Gustavo A	DI - Director	0.50	\$170.00	\$85.00
MMB	Brown, Mark M	SA - Solicitation Consultant	12.80	\$175.00	\$2,240.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	16.30	\$175.00	\$2,852.50
KC	Cuadros, Keri	SA - Solicitation Consultant	1.20	\$175.00	\$210.00
KTTC	Curry, Kevin TT	SA - Solicitation Consultant	3.50	\$175.00	\$612.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	1.00	\$175.00	\$175.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	13.00	\$175.00	\$2,275.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	8.50	\$175.00	\$1,487.50
NCS	Scully, Nikesha C	SA - Solicitation Consultant	1.80	\$175.00	\$315.00
AMA	Adler, Adam M	DI - Director	1.20	\$190.00	\$228.00
MDU	Dubin, Mariah	DI - Director	0.10	\$190.00	\$19.00
JFD	Daloia, James F	DS - Director of Solicitation	14.80	\$195.00	\$2,886.00
CP	Pullo, Christina	DS - Director of Solicitation	0.80	\$195.00	\$156.00
		TOTAL:	88.20		\$14,663.50

Hourly Fees by Task Code through December 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
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BALL	Ballots	39.80	\$5,904.00
INQR	Call Center / Credit Inquiry	5.70	\$997.50
RETN	Retention / Fee Application	3.90	\$660.00
SOLI	Solicitation	38.80	\$7,102.00
	TOTAL:	88.20	\$14,663.50

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Time Detail

Date	Emp	Title	Description	Task	Hours
12/01/16	JSI	AN	Process incoming ballots	Ballots	0.50
12/01/16	MMB	SA	Input ballots received into tabulation database	Ballots	0.40
12/01/16	NCS	SA	Input ballots into voting database	Ballots	0.30
12/01/16	PL	SA	Respond to creditor inquiries related to the ongoing solicitation	Call Center / Credit Inquiry	0.50
12/01/16	SVH	CO	Process incoming ballots	Ballots	0.10
12/02/16	CLL	SA	Input ballots into voting database	Ballots	0.50
12/02/16	CP	DS	Coordinate with Ropes team regarding voting reports	Solicitation	0.30
12/02/16	EVS	CO	Quality assurance review of electronically filed ballots	Ballots	0.30
12/02/16	JSI	AN	Print electronically filed ballots and prepare for archives	Ballots	1.40
12/02/16	JSI	AN	Process incoming ballots	Ballots	0.40
12/02/16	KC	SA	Respond to creditor inquiry related to ongoing solicitation	Call Center / Credit Inquiry	0.20
12/02/16	KS	TC	Technical support for electronically filed ballots	Ballots	0.50
12/02/16	LLT	CO	Quality assurance review of electronically filed ballots	Ballots	0.30
12/02/16	MLC	SA	Input ballots into voting database	Ballots	1.50
12/02/16	MMB	SA	Respond to creditor inquiries related to balloting	Call Center / Credit Inquiry	2.30
12/02/16	MMB	SA	Enter ballots received into tabulation database	Ballots	0.80
12/02/16	MMB	SA	Prepare tabulation database to receive ballots	Solicitation	0.60
12/02/16	NCS	SA	Input ballots into voting database	Ballots	1.00
12/02/16	PH	AN	Print EBallots and provide cover sheet for numbering	Ballots	0.50
12/02/16	PL	SA	Input ballots into voting database	Ballots	0.50
12/02/16	SVH	CO	Print EBallots and provide cover sheet for numbering	Ballots	0.50
12/02/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.60
12/05/16	CLL	SA	Quality assurance review of incoming ballots	Ballots	5.90
12/05/16	CLL	SA	Input ballots into voting database	Ballots	1.50
12/05/16	CP	DS	Coordinate with Ropes and Prime Clerk case team regarding voting issues	Solicitation	0.30
12/05/16	GAR	DI	Quality assurance review of incoming ballots	Ballots	0.50
12/05/16	JFD	DS	Provide report of opt out parties to counsel	Solicitation	0.30
12/05/16	JFD	DS	Review and provide comments to draft vote declaration	Solicitation	1.10
12/05/16	JFD	DS	Review voting intake and results	Solicitation	1.80
12/05/16	JSI	AN	Process incoming ballots	Ballots	0.50
12/05/16	KC	SA	Input ballots into voting database	Ballots	1.00

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12/05/16	MD	SA	Input ballots into voting database	Ballots	0.50
12/05/16	MDU	DI	Coordinate review and printing of electronically filed ballots	Ballots	0.10
12/05/16	MLC	SA	Input ballots into voting database	Ballots	1.50
12/05/16	MLC	SA	Quality assurance review of incoming ballots	Ballots	8.50
12/05/16	MMB	SA	Respond to creditor inquiries related to solicitation and ballots	Call Center / Credit Inquiry	0.60
12/05/16	NCS	SA	Input ballots into voting database	Ballots	0.50
12/05/16	PL	SA	Prepare vote declaration	Solicitation	4.30
12/05/16	PL	SA	Respond to debtor's counsel inquiry related to solicitation	Solicitation	1.30
12/05/16	SJB	TC	Technical support for audit of ballot processing	Ballots	0.40
12/05/16	SVH	CO	Print EBallots and provide cover sheet for numbering	Ballots	2.50
12/05/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.70
12/06/16	CLL	SA	Input ballots into voting database	Ballots	0.60
12/06/16	JFD	DS	Review update of voting based on Denton counsel providing updated ballots	Solicitation	0.80
12/06/16	JFD	DS	Review vote tabulation and vote declaration	Solicitation	1.50
12/06/16	MD	SA	Generate bar codes for ballot processing	Ballots	0.20
12/06/16	MD	SA	Input ballots into voting database	Ballots	0.30
12/06/16	MMB	SA	Enter Denton ballots into tabulation database	Ballots	0.20
12/06/16	MMB	SA	Review solicitation database and prepare Denton ballots for delivery to counsel (.6); work with counsel to submit and record Denton online ballots (.4)	Solicitation	1.00
12/06/16	PL	SA	Finalize vote declaration	Solicitation	4.00
12/06/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.30
12/07/16	CP	DS	Coordinate with Prime Clerk case team regarding voting issues	Solicitation	0.20
12/07/16	JFD	DS	Review submission by Mitch Williams	Solicitation	1.10
12/07/16	JFD	DS	Review and provide report of parties who elected convenience claims	Solicitation	1.60
12/07/16	JFD	DS	Review and provide plan class reports to counsel	Solicitation	1.10
12/07/16	JSI	AN	Print EBallots and provide cover sheet for numbering	Ballots	0.50
12/07/16	KTTC	SA	Quality assurance review of incoming ballots	Ballots	3.50
12/07/16	MLC	SA	Confer and coordinate with case team re solicitation	Solicitation	0.20
12/07/16	MMB	SA	Respond to nominee inquiry related to plan vote	Call Center / Credit Inquiry	0.40
12/07/16	PL	SA	Respond to debtor's counsel inquiry related to solicitation	Call Center / Credit Inquiry	1.30
12/12/16	JFD	DS	Review and provide counsel report of class 2C and class 2D parties	Solicitation	1.50
12/12/16	MLC	SA	Respond to debtors' counsel inquiry re solicitation	Solicitation	4.60

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12/12/16	MMB	SA	Conduct claims and solicitation database review per request of Debtors' counsel	Solicitation	6.10
12/13/16	JFD	DS	Attend confirmation hearing	Solicitation	4.00
12/15/16	AMA	DI	Attend interim fee application hearing	Retention / Fee Application	0.80
12/18/16	SBR	SC	Draft November fee statement	Retention / Fee Application	2.00
12/19/16	AMA	DI	Review and revise monthly fee statement	Retention / Fee Application	0.20
12/19/16	PL	SA	Respond to counsel's inquiry related to solicitation	Solicitation	0.50
12/19/16	SBR	SC	Review and revise November fee statement	Retention / Fee Application	0.20
12/20/16	AMA	DI	Review final draft of monthly fee statement	Retention / Fee Application	0.20
12/20/16	MMB	SA	Respond to debtors' counsel's inquiry related to plan classification and treatment of creditor's claim	Call Center / Credit Inquiry	0.40
12/20/16	PL	SA	Respond to counsel's inquiry related to solicitation	Solicitation	0.60
12/20/16	SBR	SC	Review proposed order for first interim fee application	Retention / Fee Application	0.30
12/22/16	SBR	SC	Review and circulate interim fee order and confirmation order	Retention / Fee Application	0.20
					Total Hours 88.20



Hourly Fees by Employee through January 2017

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ACJ	Jaffar, Amrita C	SC - Senior Consultant	0.50	\$165.00	\$82.50
SBR	Roberts, Sarah B	SC - Senior Consultant	0.60	\$176.00	\$105.60
AMA	Adler, Adam M	DI - Director	0.20	\$209.00	\$41.80
			TOTAL:	1.30	\$229.90

Hourly Fees by Task Code through January 2017

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.30	\$229.90
			\$229.90

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
01/17/17	SBR	SC	Draft December fee statement	Retention / Fee Application	0.60
01/18/17	AMA	DI	Review December monthly fee statement	Retention / Fee Application	0.20
01/20/17	ACJ	SC	Review and file December monthly fee application	Retention / Fee Application	0.50
Total Hours					1.30

Exhibit C

Summary of Expenses Incurred by Prime Clerk Employee During the Final Fee Period

Employee	Date	Expense Type	Amount
Hollingsworth, Kimberly	6/23/2016	Overtime Meal	\$20.00
Georgia Faust	7/8/2016	Overtime Meal	\$20.00
Georgia Faust	7/17/2016	Overtime Meal	\$20.00
Faust, Georgia	7/18/2016	Overtime Meal	\$20.00
Georgia Faust	7/20/2016	Overtime Meal	\$15.77
Georgia Faust	7/20/2016	After Hour Transportation	\$18.30
Total:			\$114.07